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22 **UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

23 **In re:**

24 **PG&E CORPORATION,**

25 **-and-**

26 **PACIFIC GAS AND ELECTRIC
COMPANY,**
27 **Debtors.**

28 Affects PG&E Corporation
 Affects Pacific Gas and Electric
Company
 Affects both Debtors

* All papers shall be filed in the lead case,
No. 19-30088 (DM)

Chapter 11
Bankr. Case No. 19-30088 (DM)
(Jointly Administered)

**RESERVATION OF RIGHTS OF THE AD
HOC GROUP OF SUBROGATION CLAIM
HOLDERS REGARDING THE DEBTORS'
MOTION PURSUANT TO 11 U.S.C. §§ 105
AND 363 AND FED. R. BANKR. P. 9019 FOR
ENTRY OF AN ORDER (I) APPROVING
CASE RESOLUTION CONTINGENCY
PROCESS AND (II) GRANTING RELATED
RELIEF**

Date: April 7, 2020
Time: 10:00 a.m. (PT)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

The Ad Hoc Group of Subrogation Claim Holders (the “**Ad Hoc Subrogation Group**”) in the above-captioned chapter 11 cases of PG&E Corporation and Pacific Gas and Electric Company (collectively, “**Debtors**”), by its attorneys Willkie Farr & Gallagher LLP and Diemer & Wei, LLP, hereby submits this reservation of rights (the “**Reservation of Rights**”) to the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019 for Entry of an Order (I) Approving Case Resolution Contingency Process and (II) Granting Related Relief* (the “**Motion**”) [Docket. No. 6398].¹ In support of this Reservation of Rights, the Ad Hoc Subrogation Group respectfully represents as follows:

RESERVATION OF RIGHTS

The Ad Hoc Subrogation Group recognizes that Governor Newsom's support of the Debtors' plan helps ensure that the plan will be confirmed by June 30, 2020 in accordance with the A.B. 1054 deadline, and supports the Debtors' efforts to accommodate the Governor's concerns. Out of an abundance of caution, the Ad Hoc Subrogation Group submits this Reservation of Rights to make sure the record is clear that no rights are being waived under the subrogation claimants' Restructuring Support Agreement (the "RSA"). Among other rights negotiated with respect to termination of the RSA and the \$11 billion allowed claim amount, the RSA terminates automatically if the plan is not confirmed by June 30, 2020 (or such later date if the California legislature extends the applicable deadline under A.B. 1054). If the June 30th deadline passes and the Case Resolution Contingency Process is triggered, subrogation claimants may no longer be bound by the \$11 billion allowed claim amount (subject to the terms of the RSA), and the Ad Hoc Subrogation Group must have the flexibility to take positions on any number of matters then arising in the chapter 11 cases that may have an impact on holders of subrogation claims. Accordingly, while the Ad Hoc Subrogation Group does not oppose the Motion or Case Resolution Contingency Process, it reserves all rights.

Capitalized terms used but not defined shall have the meanings ascribed in the Disclosure Statement [Docket No. 6353] or the Supplement to the Disclosure Statement [Docket No. 6448].

1 Dated: April 5, 2020
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4 **WILLKIE FARR & GALLAGHER LLP**
5

6 /s/ Matthew A. Feldman
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